

**THE
GREENBRIER
COMPANIES**

0100 619030

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

May 2, 1995

RECORDATION NO. **17906-D**
FILED 1425
MAY - 8 1995 10 40 AM
INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
MAY 8 10 34 AM '95
LICENSING BRANCH

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 2, 1992 with Rider No. 7 dated as of April 6, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of March 2, 1992 which was duly filed and recorded on August 3, 1992 and assigned Recordation Number 17906.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102-5384

A description of the railroad equipment covered by the enclosed document is:

One (1) All Purpose Husky Stack® manufactured by Gunderson, Inc. of Portland, Oregon bearing mark and number BN 61010

Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Mr. Vernon A. Williams

May 2, 1995

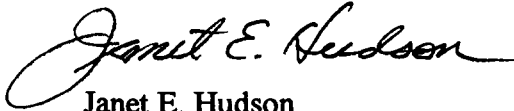
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of March 2, 1992 with Rider No. 7 dated as of April 6, 1995 between Greenbrier Leasing Corporation Lessor, and Burlington Northern Railroad Company, Lessee, covering One (1) All Purpose Husky Stack® manufactured by Gunderson, Inc. of Portland, Oregon bearing mark and number BN 61010.

Sincerely,



Janet E. Hudson

Administrative Assistant - Legal

jeh

Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 17906-D
FILED 1426
MAY - 8 1995 10 20 AM
MISSISSIPPI STATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")

MARCH 2, 1992

RIDER NO. 7 DATED AS OF APRIL 6, 1995

Memorandum of a Lease Agreement made and entered into as of March 2, 1992 with Rider No. 7 dated as of April 6, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Burlington Northern Railroad Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one (1) All Purpose Husky Stack manufactured by Gunderson, Inc. of Portland, Oregon bearing mark and number BN 61010.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By:

Norris M. Webb

Title:

Exec. Vice President

BURLINGTON NORTHERN RAILROAD COMPANY

By:

Roger Simon

Title:

Director

STATE OF OREGON

)
) ss.
)

COUNTY OF CLACKAMAS

On this 28th day of April, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98

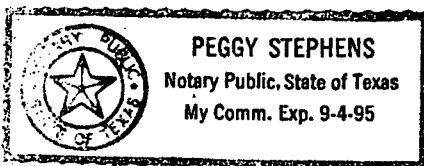


STATE OF Texas

)
) ss.
)

COUNTY OF Tarrant

On this 24th day of April, 1995, before me personally appeared Roger Simon, to me personally known, who being by me duly sworn, says that he is the Director of BURLINGTON NORTHERN RAILROAD COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Peggy Stephens
NOTARY PUBLIC

My commission expires: